

Fill in this information to identify the case:Debtor name Oakland Automation, LLCUnited States Bankruptcy Court for the: DISTRICT OF DELAWARECase number (if known) 23-10905
☐ Check if this is an amended filing
Official Form 207**Statement of Financial Affairs for Non-Individuals Filing for Bankruptcy**

04/22

The debtor must answer every question. If more space is needed, attach a separate sheet to this form. On the top of any additional pages, write the debtor's name and case number (if known).

Part 1: Income**1. Gross revenue from business**
☐ None.

Identify the beginning and ending dates of the debtor's fiscal year, which may be a calendar year
Sources of revenue
Check all that apply

Gross revenue
(before deductions and exclusions)

From the beginning of the fiscal year to filing date:
From 1/01/2023 to **Filing Date**
☒ Operating a business
☐ Other _____
\$2,570,503.00
For prior year:
From 1/01/2022 to 12/31/2022
☒ Operating a business
☐ Other _____
\$21,094,469.00
For year before that:
From 1/01/2021 to 12/31/2021
☒ Operating a business
☐ Other _____
\$12,364,242.00**2. Non-business revenue**

Include revenue regardless of whether that revenue is taxable. *Non-business income* may include interest, dividends, money collected from lawsuits, and royalties. List each source and the gross revenue for each separately. Do not include revenue listed in line 1.

☒ None.
Description of sources of revenue
Gross revenue from each source
(before deductions and exclusions)
Part 2: List Certain Transfers Made Before Filing for Bankruptcy**3. Certain payments or transfers to creditors within 90 days before filing this case**

List payments or transfers—including expense reimbursements—to any creditor, other than regular employee compensation, within 90 days before filing this case unless the aggregate value of all property transferred to that creditor is less than \$7,575. (This amount may be adjusted on 4/01/25 and every 3 years after that with respect to cases filed on or after the date of adjustment.)

☐ None.
Creditor's Name and Address**Dates****Total amount of value**
Reasons for payment or transfer
Check all that apply

Debtor **Oakland Automation, LLC**Case number (if known) **23-10905**

Creditor's Name and Address	Dates	Total amount of value	Reasons for payment or transfer <i>Check all that apply</i>
3.1. Newburgh Property LLC 280 W Maple Suite 305 Birmingham, MI 48009	5/2/2023	\$16,667.00	<input type="checkbox"/> Secured debt <input type="checkbox"/> Unsecured loan repayments <input type="checkbox"/> Suppliers or vendors <input type="checkbox"/> Services <input checked="" type="checkbox"/> Other <u>Rent</u>
3.2. Runco Waste Industries, Inc. PO BOX 37379 Oak Park, MI 48237	4/6/2023, 5/2/2023, 5/4/2023, 6/1/2023, 6/13/2023	\$43,591.11	<input type="checkbox"/> Secured debt <input type="checkbox"/> Unsecured loan repayments <input type="checkbox"/> Suppliers or vendors <input type="checkbox"/> Services <input type="checkbox"/> Other__
3.3. Oakland Industries, LLC 13017 Newburgh Rd. Livonia, MI 48150	3/22/2023, 4/5/2023, 6/20/2023	\$1,078,974.73	<input type="checkbox"/> Secured debt <input type="checkbox"/> Unsecured loan repayments <input type="checkbox"/> Suppliers or vendors <input type="checkbox"/> Services <input checked="" type="checkbox"/> Other <u>Transfer for line of credit paydown</u>
3.4. Northstar Bank 2800 S State St. #110 Ann Ann Arbor, MI 48104	6/7/2023	\$1,548.18	<input type="checkbox"/> Secured debt <input type="checkbox"/> Unsecured loan repayments <input type="checkbox"/> Suppliers or vendors <input type="checkbox"/> Services <input checked="" type="checkbox"/> Other <u>Transfer for line of credit paydown</u>
3.5. Northstar Bank 2800 S State St. #110 Ann Ann Arbor, MI 48104	6/27/2023	\$40,000.00	<input type="checkbox"/> Secured debt <input type="checkbox"/> Unsecured loan repayments <input type="checkbox"/> Suppliers or vendors <input type="checkbox"/> Services <input checked="" type="checkbox"/> Other <u>Transfer to Oakland Industries for line of credit paydown</u>
3.6. Empower Retirement PO Box 173764 Denver, CO 80217-3764	4/7/2023, 4/21/2023	\$10,982.22	<input type="checkbox"/> Secured debt <input type="checkbox"/> Unsecured loan repayments <input type="checkbox"/> Suppliers or vendors <input type="checkbox"/> Services <input checked="" type="checkbox"/> Other <u>401K payment</u>
3.7. Brent Frederick Former Employee of Oakland Automation, LLC	Numerous	\$9,392.89	<input type="checkbox"/> Secured debt <input type="checkbox"/> Unsecured loan repayments <input type="checkbox"/> Suppliers or vendors <input type="checkbox"/> Services <input checked="" type="checkbox"/> Other <u>Employee Expense Reimbursement</u>

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Creditor's Name and Address	Dates	Total amount of value	Reasons for payment or transfer <i>Check all that apply</i>
3.8. Northstar Bank 2800 S State St. #110 Ann Ann Arbor, MI 48104	4/10/2023, 4/11/2023	\$999,999.00	<input type="checkbox"/> Secured debt <input type="checkbox"/> Unsecured loan repayments <input type="checkbox"/> Suppliers or vendors <input type="checkbox"/> Services <input checked="" type="checkbox"/> Other <u>Payment made directly by Gestamp Chattanooga II LLC to Northstar Bank to resolve commercial dispute between Gestamp and the Debtor</u>

4. Payments or other transfers of property made within 1 year before filing this case that benefited any insider

List payments or transfers, including expense reimbursements, made within 1 year before filing this case on debts owed to an insider or guaranteed or cosigned by an insider unless the aggregate value of all property transferred to or for the benefit of the insider is less than \$7,575. (This amount may be adjusted on 4/01/25 and every 3 years after that with respect to cases filed on or after the date of adjustment.) Do not include any payments listed in line 3. *Insiders* include officers, directors, and anyone in control of a corporate debtor and their relatives; general partners of a partnership debtor and their relatives; affiliates of the debtor and insiders of such affiliates; and any managing agent of the debtor. 11 U.S.C. § 101(31).

☐ None.

Insider's name and address Relationship to debtor	Dates	Total amount of value	Reasons for payment or transfer
4.1. Brent Frederick Former Employee of Oakland Automation, LLC	Numerous	\$9,392.89	Employee Expense Reimbursement

5. Repossessions, foreclosures, and returns

List all property of the debtor that was obtained by a creditor within 1 year before filing this case, including property repossessed by a creditor, sold at a foreclosure sale, transferred by a deed in lieu of foreclosure, or returned to the seller. Do not include property listed in line 6.

☒ None

Creditor's name and address	Describe of the Property	Date	Value of property
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6. Setoffs

List any creditor, including a bank or financial institution, that within 90 days before filing this case set off or otherwise took anything from an account of the debtor without permission or refused to make a payment at the debtor's direction from an account of the debtor because the debtor owed a debt.

☒ None

Creditor's name and address	Description of the action creditor took	Date action was taken	Amount
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Part 3: Legal Actions or Assignments**7. Legal actions, administrative proceedings, court actions, executions, attachments, or governmental audits**

List the legal actions, proceedings, investigations, arbitrations, mediations, and audits by federal or state agencies in which the debtor was involved in any capacity—within 1 year before filing this case.

☐ None.

Case title Case number	Nature of case	Court or agency's name and address	Status of case
7.1. AP Electric, Inc. v. Oakland Automation, LLC, et al. 4:23-cv-11342-SDK-EAS	Breach of Contract	United States District Court for the Eastern District of Michigan 231 W. Lafayette Blvd. Detroit, MI 48226	<input checked="" type="checkbox"/> Pending <input type="checkbox"/> On appeal <input type="checkbox"/> Concluded

Debtor **Oakland Automation, LLC**Case number (if known) **23-10905**

	Case title Case number	Nature of case	Court or agency's name and address	Status of case
7.2.	Carl Zeiss Industrial Metrology, LLC v. Oakland Automation, LLC 1:23-cv-05169-PAE	Breach of Contract	United States District Court for the Southern District of New York Thurgood Marshall United States Courthou 40 Foley Square New York, NY 10017	<input checked="" type="checkbox"/> Pending <input type="checkbox"/> On appeal <input type="checkbox"/> Concluded
7.3.	D&D Machinery Movers and Millwrights, Inc. v. Oakland Automation, LLC 23-CI-00218	Breach of Contract	Commonwealth of Kentucky Scott Circuit Court 119 N Hamilton St # 1 Georgetown, KY 40324	<input checked="" type="checkbox"/> Pending <input type="checkbox"/> On appeal <input type="checkbox"/> Concluded
7.4.	Gentle Machine Tool & Die Inc. v. Oakland Automation, LLC 23-0618	Breach of Contract	Sixteenth Judicial District of Michigan 32765 Five Mile Road Livonia, MI 48154	<input checked="" type="checkbox"/> Pending <input type="checkbox"/> On appeal <input type="checkbox"/> Concluded
7.5.	HMW Contracting, LLC d/b/a H.M. White v. Oakland Automation, LLC 23-005836-CB	Breach of Contract	Third Judicial Circuit of Michigan Wayne County 1441 St Antoine Detroit, MI 48226	<input checked="" type="checkbox"/> Pending <input type="checkbox"/> On appeal <input type="checkbox"/> Concluded
7.6.	Invention Evolution Composition, LLC d/b/a IEC North America v. Oakland Automation, LLC, Autotac Acquistion, LLC, and Oakland Industries Blocker Corp.	Breach of Contract	Third Judicial Circuit of Michigan Wayne County 1441 St Antoine Detroit, MI 48226	<input checked="" type="checkbox"/> Pending <input type="checkbox"/> On appeal <input type="checkbox"/> Concluded
7.7.	SMTAutomation LLC v. Oakland Automation, LLC 23-004946-CB	Breach of Contract	Third Judicial Circuit of Michigan Wayne County 1441 St Antoine Detroit, MI 48226	<input checked="" type="checkbox"/> Pending <input type="checkbox"/> On appeal <input type="checkbox"/> Concluded
7.8.	Troy Laser & Fab LLC v. Oakland Automation, LLC 23-0689	Breach of Contract	Sixteenth Judicial District of Michigan 32765 Five Mile Road Livonia, MI 48154	<input checked="" type="checkbox"/> Pending <input type="checkbox"/> On appeal <input type="checkbox"/> Concluded
7.9.	Universal Piping Industries, LLC c/o Stark Reagan v. Oakland Automation, LLC 2023-199735-CB	Breach of Contract	Sixth Judicial Circuit of Michigan Oakland County 1200 N Telegraph Rd Dept 457 Pontiac, MI 48341	<input checked="" type="checkbox"/> Pending <input type="checkbox"/> On appeal <input type="checkbox"/> Concluded
7.10	Seither & Cherry Quad Cities, Inc. v. Oakland Automation, LLC & Oakland Industries Blocker Corp. 2:23-cv-11310-FKB-CI	Breach of Contract	United States District Court for the Eastern District of Michigan 231 W. Lafayette Blvd. Detroit, MI 48226	<input checked="" type="checkbox"/> Pending <input type="checkbox"/> On appeal <input type="checkbox"/> Concluded

Debtor **Oakland Automation, LLC**Case number (if known) **23-10905**

	Case title Case number	Nature of case	Court or agency's name and address	Status of case
7.11	Telsonic Ultrasonics, INC. v. Oakland Automation, LLC 23-005355-CB	Breach of Contract	Third Judicial Circuit of Michigan Wayne County 1441 St Antoine Detroit, MI 48226	<input checked="" type="checkbox"/> Pending <input type="checkbox"/> On appeal <input type="checkbox"/> Concluded

8. Assignments and receivership

List any property in the hands of an assignee for the benefit of creditors during the 120 days before filing this case and any property in the hands of a receiver, custodian, or other court-appointed officer within 1 year before filing this case.

☒ None
Part 4: Certain Gifts and Charitable Contributions**9. List all gifts or charitable contributions the debtor gave to a recipient within 2 years before filing this case unless the aggregate value of the gifts to that recipient is less than \$1,000**
☒ None

Recipient's name and address	Description of the gifts or contributions	Dates given	Value
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Part 5: Certain Losses**10. All losses from fire, theft, or other casualty within 1 year before filing this case.**
☒ None

Description of the property lost and how the loss occurred	Amount of payments received for the loss <small>If you have received payments to cover the loss, for example, from insurance, government compensation, or tort liability, list the total received. List unpaid claims on Official Form 106A/B (Schedule A/B: Assets – Real and Personal Property).</small>	Dates of loss	Value of property lost
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Part 6: Certain Payments or Transfers**11. Payments related to bankruptcy**

List any payments of money or other transfers of property made by the debtor or person acting on behalf of the debtor within 1 year before the filing of this case to another person or entity, including attorneys, that the debtor consulted about debt consolidation or restructuring, seeking bankruptcy relief, or filing a bankruptcy case.

☐ None.

	Who was paid or who received the transfer? Address	If not money, describe any property transferred	Dates	Total amount or value
11.1.	Morris James LLP 500 Delaware Ave Suite 1500 Wilmington, DE 19801		2/17/2023, 6/16/2023	\$45,000.00
	Email or website address www.morrisjames.com			
	Who made the payment, if not debtor? Oakland Industries, LLC			

12. Self-settled trusts of which the debtor is a beneficiary

List any payments or transfers of property made by the debtor or a person acting on behalf of the debtor within 10 years before the filing of this case

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to a self-settled trust or similar device.
Do not include transfers already listed on this statement.

☒ None.

Name of trust or device	Describe any property transferred	Dates transfers were made	Total amount or value
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13. Transfers not already listed on this statement

List any transfers of money or other property by sale, trade, or any other means made by the debtor or a person acting on behalf of the debtor within 2 years before the filing of this case to another person, other than property transferred in the ordinary course of business or financial affairs. Include both outright transfers and transfers made as security. Do not include gifts or transfers previously listed on this statement.

☒ None.

Who received transfer? Address	Description of property transferred or payments received or debts paid in exchange	Date transfer was made	Total amount or value
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Part 7: Previous Locations**14. Previous addresses**

List all previous addresses used by the debtor within 3 years before filing this case and the dates the addresses were used.

☐ Does not apply

Address	Dates of occupancy From-To
14.1. 25475 Trans X Road Novi, MI 48375	2/1/2016-2019

Part 8: Health Care Bankruptcies**15. Health Care bankruptcies**

Is the debtor primarily engaged in offering services and facilities for:
- diagnosing or treating injury, deformity, or disease, or
- providing any surgical, psychiatric, drug treatment, or obstetric care?

☒ No. Go to Part 9.

☐ Yes. Fill in the information below.

Facility name and address	Nature of the business operation, including type of services the debtor provides	If debtor provides meals and housing, number of patients in debtor's care
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Part 9: Personally Identifiable Information**16. Does the debtor collect and retain personally identifiable information of customers?**

☒ No.

☐ Yes. State the nature of the information collected and retained.

17. Within 6 years before filing this case, have any employees of the debtor been participants in any ERISA, 401(k), 403(b), or other pension or profit-sharing plan made available by the debtor as an employee benefit?

☐ No. Go to Part 10.

☒ Yes. Does the debtor serve as plan administrator?

☒ No Go to Part 10.

☐ Yes. Fill in below:

Part 10: Certain Financial Accounts, Safe Deposit Boxes, and Storage Units**18. Closed financial accounts**

Within 1 year before filing this case, were any financial accounts or instruments held in the debtor's name, or for the debtor's benefit, closed, sold,

Debtor **Oakland Automation, LLC**Case number (if known) **23-10905**

moved, or transferred?

Include checking, savings, money market, or other financial accounts; certificates of deposit; and shares in banks, credit unions, brokerage houses, cooperatives, associations, and other financial institutions.

☐ None

Financial Institution name and Address	Last 4 digits of account number	Type of account or instrument	Date account was closed, sold, moved, or transferred	Last balance before closing or transfer
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19. Safe deposit boxes

List any safe deposit box or other depository for securities, cash, or other valuables the debtor now has or did have within 1 year before filing this case.

☐ None

Depository institution name and address	Names of anyone with access to it Address	Description of the contents	Does debtor still have it?
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20. Off-premises storage

List any property kept in storage units or warehouses within 1 year before filing this case. Do not include facilities that are in a part of a building in which the debtor does business.

☐ None

Facility name and address	Names of anyone with access to it	Description of the contents	Does debtor still have it?
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Part 11: Property the Debtor Holds or Controls That the Debtor Does Not Own**21. Property held for another**

List any property that the debtor holds or controls that another entity owns. Include any property borrowed from, being stored for, or held in trust. Do not list leased or rented property.

☐ None**Part 12: Details About Environment Information**

For the purpose of Part 12, the following definitions apply:

Environmental law means any statute or governmental regulation that concerns pollution, contamination, or hazardous material, regardless of the medium affected (air, land, water, or any other medium).*Site* means any location, facility, or property, including disposal sites, that the debtor now owns, operates, or utilizes or that the debtor formerly owned, operated, or utilized.*Hazardous material* means anything that an environmental law defines as hazardous or toxic, or describes as a pollutant, contaminant, or a similarly harmful substance.**Report all notices, releases, and proceedings known, regardless of when they occurred.****22. Has the debtor been a party in any judicial or administrative proceeding under any environmental law?** Include settlements and orders.☐ No.☐ Yes. Provide details below.

Case title Case number	Court or agency name and address	Nature of the case	Status of case
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23. Has any governmental unit otherwise notified the debtor that the debtor may be liable or potentially liable under or in violation of an environmental law?☐ No.☐ Yes. Provide details below.

Debtor **Oakland Automation, LLC**Case number (if known) **23-10905**

Site name and address

Governmental unit name and address

Environmental law, if known

Date of notice

24. Has the debtor notified any governmental unit of any release of hazardous material?

- ☒ No.
- ☐ Yes. Provide details below.

Site name and address

Governmental unit name and address

Environmental law, if known

Date of notice

Part 13: Details About the Debtor's Business or Connections to Any Business**25. Other businesses in which the debtor has or has had an interest**

List any business for which the debtor was an owner, partner, member, or otherwise a person in control within 6 years before filing this case. Include this information even if already listed in the Schedules.

- ☒ None

Business name address

Describe the nature of the business

Employer Identification number

Do not include Social Security number or ITIN.

Dates business existed

26. Books, records, and financial statements

26a. List all accountants and bookkeepers who maintained the debtor's books and records within 2 years before filing this case.

- ☐ None

Name and address

Date of service
From-To

26a.1. **Tracy Clark**
Former Employee
of Oakland Automation, LLC

8/1/2016 to
4/22/2023

26a.2. **Kris Morris**
Former Employee
of Oakland Automation, LLC

7/12/2017 to
12/29/2022

26a.3. **Clayton & McKervey**
2000 Town Center #1800
Southfield, MI 48075

to present

26a.4. **Greg Harvey**
Chief Executive Officer
of Oakland Automation, LLC

12/29/2022 to
Present

26b. List all firms or individuals who have audited, compiled, or reviewed debtor's books of account and records or prepared a financial statement within 2 years before filing this case.

- ☒ None

26c. List all firms or individuals who were in possession of the debtor's books of account and records when this case is filed.

- ☒ None

Name and address

If any books of account and records are unavailable, explain why

26d. List all financial institutions, creditors, and other parties, including mercantile and trade agencies, to whom the debtor issued a financial statement within 2 years before filing this case.

- ☒ None

Debtor **Oakland Automation, LLC**Case number (if known) **23-10905****Name and address****27. Inventories**

Have any inventories of the debtor's property been taken within 2 years before filing this case?

- ☒ No
- ☐ Yes. Give the details about the two most recent inventories.

Name of the person who supervised the taking of the inventory**Date of inventory****The dollar amount and basis (cost, market, or other basis) of each inventory****28. List the debtor's officers, directors, managing members, general partners, members in control, controlling shareholders, or other people in control of the debtor at the time of the filing of this case.**

Name	Address	Position and nature of any interest	% of interest, if any
Bryan Tolles	ADDRESS REDACTED	President	
Jason Runco	ADDRESS REDACTED	Vice President	

29. Within 1 year before the filing of this case, did the debtor have officers, directors, managing members, general partners, members in control of the debtor, or shareholders in control of the debtor who no longer hold these positions?

- ☐ No
- ☒ Yes. Identify below.

Name	Address	Position and nature of any interest	Period during which position or interest was held
Kris Morris		Chief Financial Officer	to 12/29/2022

30. Payments, distributions, or withdrawals credited or given to insiders

Within 1 year before filing this case, did the debtor provide an insider with value in any form, including salary, other compensation, draws, bonuses, loans, credits on loans, stock redemptions, and options exercised?

- ☐ No
- ☒ Yes. Identify below.

Name and address of recipient	Amount of money or description and value of property	Dates	Reason for providing the value
Joe Conroy ADDRESS REDACTED	\$11,446.80	Aggregate total of monthly payments for 1 year	Benefits
Relationship to debtor Shareholder			

Debtor **Oakland Automation, LLC**Case number (if known) **23-10905**

	Name and address of recipient	Amount of money or description and value of property	Dates	Reason for providing the value
30.2			Aggregate total of monthly payments for 1 year	
	Greg Harvey ADDRESS REDACTED	\$201,346.69		Gross Pay
	Relationship to debtor CEO and Shareholder			
30.3			Aggregate total of monthly payments for 1 year	
	Greg Harvey ADDRESS REDACTED	\$8,025.96		Benefits
	Relationship to debtor CEO and Shareholder			
30.4			Aggregate total of monthly payments for 1 year	
	Greg Harvey ADDRESS REDACTED	\$8,054.02		401(k) company match
	Relationship to debtor CEO and Shareholder			

31. Within 6 years before filing this case, has the debtor been a member of any consolidated group for tax purposes?

- ☐ No
- ☒ Yes. Identify below.

Name of the parent corporation

Oakland Industries, LLC

Employer Identification number of the parent corporation

EIN: **81-4560860**

32. Within 6 years before filing this case, has the debtor as an employer been responsible for contributing to a pension fund?

- ☒ No
- ☐ Yes. Identify below.

Name of the pension fund

Employer Identification number of the pension fund

Debtor **Oakland Automation, LLC**Case number (if known) **23-10905****Part 14: Signature and Declaration**

WARNING -- Bankruptcy fraud is a serious crime. Making a false statement, concealing property, or obtaining money or property by fraud in connection with a bankruptcy case can result in fines up to \$500,000 or imprisonment for up to 20 years, or both. 18 U.S.C. §§ 152, 1341, 1519, and 3571.

I have examined the information in this *Statement of Financial Affairs* and any attachments and have a reasonable belief that the information is true and correct.

I declare under penalty of perjury that the foregoing is true and correct.

Executed on **July 25, 2023****/s/ Greg Harvey**

Signature of individual signing on behalf of the debtor

Greg Harvey

Printed name

Position or relationship to debtor **Chief Executive Officer**

Are additional pages to *Statement of Financial Affairs for Non-Individuals Filing for Bankruptcy* (Official Form 207) attached?

☒ No☐ Yes